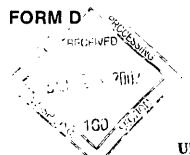
14/3556



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPR	OVAL				
OMB Number:	3235-0076				
Expires:					
Estimated average burden					
hours per respons	se16.00				

SEC U	SE ONLY
Prefix	Serial
DATE F	ECEIVED
l	

Name of Offering (check if this is an amendment and name has changed, and indicate change.) Orchard Express	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) Type of Filing: New Filing Amendment	□ ULOE
A. BASIC IDENTIFICATION DATA	F SECRETARIAN SECTION SECTION SECTION SECTION SECTION SECTIONS SECTION
1. Enter the information requested about the issuer	07078682
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	 ,
Orchard Express, LLC Address of Executive Offices (Number and Street, City, State, Zip Code) 12413 Meridian Avenue East	Telephone Number (Including Area Code)
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices) Same	Telephone Number (Including Area Code) Same
Brief Description of Business	
Storage Facility Type of Business Organization corporation limited partnership, already formed other (p	PROCESSED
	lity Company SEP 2 7 2007
Actual or Estimated Date of Incorporation or Organization: OTT OTT Actual Estimated Date of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State CN for Canada; FN for other foreign jurisdiction)	

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

_	A'	Ш	ĒΝ	TÌ	a	N

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

		A BASIC ID	EXTERION DATA		
2. Enter the information re	quested for the fo	llowing:			
Each promoter of the second seco	he issuer, if the is	sucr has been organized w	vithin the past five years;		
 Each beneficial ow 	ner having the pov	ver to vote or dispose, or di	rect the vote or disposition	of, 10% or more o	f a class of equity securities of the issue
Each executive off	icer and director of	of corporate issuers and of	corporate general and mar	naging partners of	partnership issuers; and
• Each general and s	nanaging partner o	of partnership issuers.			
Check Box(es) that Apply:	✓ Promoter	Beneficial Owner	Executive Officer	_ Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Crase, Frederick R.					_
Business or Residence Addre PO Box 73639, Puyallup	•	Street, City, State, Zip C	ode)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	f individual)				· <u></u>
Stegeman, William			•		
Business or Residence Addre	ss (Number and	Street, City, State, Zip C	ode)	-	
912 South Linden Lane, T	acoma, WA 98	465			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, of Caviezel, Dennis	f individual)				
Business or Residence Addre	ss (Number and	Street. City, State. Zip C	ode)		
2412 North 30th, #101, T	acoma, WA 984	407			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
LeTourneau, Karen					
Business or Residence Addre		Street, City, State, Zip C	ode)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i Sipila, Ted	f individual)				
Business or Residence Addre 22468 SE 296th Street, E	·	• • •	ode)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i N/A	f individual)				
Business or Residence Addre	ss (Number and	Street, City, State, Zip C	ode)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i N/A	f individual)				
Business or Residence Addre	ss (Number and	Street, City, State, Zip Co	ode)		
		-			
	(Usc bla	nk sheet, or copy and use	additional copies of this sl	heet, as necessary)

Š.					, de	TOWN.	(CNANDO)	ilottaki	C.				
1.	Has the	issuer sold	i, or does ti	he issuer i	ntend to se	ll. to non-a	ccredited i	nvestors in	this offer	ing?		Yes	No ⊠
••						Appendix				-			
2.	What is	the minim	um investn			• •		_			************	s_50,	000.00
												Yes	No
3.			permit join									_	
4.	commis If a pers or state:	sion or sim son to be lis s, list the na	ion request ilar remune ited is an ass ame of the b you may s	ration for s sociated po roker or de	solicitation crson or age caler. If me	of purchasent of a broker ore than five	ers in conn (er or deale e (5) persor	ection with or registered ns to be list	sales of sec d with the S ed are asso	curities in t SEC and/or	he offering with a state		
	l Name (ine	Last name	first, if ind	ividual)									
Bus	siness or	Residence	Address (N	lumber and	Street, C	ity, State, Z	Lip Code)		· -	<u></u>		· <u></u>	·····
Nat	ne of Ass	sociated Br	oker or De	aler									
							_						
Sta	tes in Wi	ich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers						
	(Check	"All States	" or check	individual	States)	****************	**************	**************	1117************			☐ Al	l States
	AL IL MT RI	AK IN NE SC	IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	ET ME NY VT	MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	MO PA PR
Ful	l Name (Last name	first, if ind	ividual)									
Bu	siness or	Residence	Address (1	Number an	d Street, C	City, State,	Zip Code)			 -			
Nan	ne of As:	sociated Br	oker or De	aler			·						
Sta	tes in Wi	ich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers		·				
	(Check	"All States	" or check	individual	States)	,	*************		~	**************	*****************	☐ Al	States
	AL IL MT RI	AK IN NE SC	AZ [A] [NV] [SD]	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	ID MO PA PR
Ful	Name (Last name	first, if indi	vidual)					-				
Bus	iness or	Residence	Address (1	lumber an	d Street, C	ity, State,	Zip Code)					- <u></u>	
Nar	ne of Ass	sociated Br	oker or De	aler							 _	-	
Stat	tes in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers						
	(Check	"All States	" or check	individual	States)	••••••••	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,			•	••••••	☐ All	States
	AL IL MT RI	AK IN NE SC	AZ) [IA] [NV] [SD]	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	MO PA PR

۱.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt		•
	Equity		· · ·
	Common Preferred	P	, <u> </u>
	Convertible Securities (including warrants)	r	•
			•
	Partnership Interests		. 1 500 000 00
	Other (Specify LLC Units)	2,000,000.00	1,500,000.00
	Total	2,000,000.00	\$ 1,500,000.00
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		Aggregata
	·	Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors		<u>\$_1,500,000.00</u>
	Non-accredited Investors	0	\$_0.00
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix. Column 4, if filing under ULOE.	•	
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		
		Type of	Dollar Amount
	Type of Offering	Security	Sold
	Rule 303	LLC Units	s_1,500,000.00
	Regulation A		\$
	Rule 504		\$
	Total		\$_1,500,000.00
1	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		s
	Printing and Engraving Costs	_	\$ 1,500.00
	Legal Fees	184	s 7,500.00
	Accounting Fees	-	\$ 10,000.00
	Engineering Fees		\$ 18,000.00
	Sales Commissions (specify finders' fees separately)	4	s
	Other Expenses (identify) Due Diligence & Appraisal Fees		s 17,500.00
	Total	<u>S</u>	\$ 54,500,00

	Section of the second services of the	HE CONTINUE TO BE ANALYSIS AND VERYOR OF	local post	e si da est est
	b. Enter the difference between the aggregate offe and total expenses furnished in response to Part C — proceeds to the issuer."	ring price given in response to Part C — Question 1 - Question 4.a. This difference is the "adjusted gross		1,945,500.00 \$
5.	each of the purposes shown. If the amount for a	roceed to the issuer used or proposed to be used for ny purpose is not known, furnish an estimate and of the payments listed must equal the adjusted gross at C — Question 4.b above.		
			Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees] \$ _	
	Purchase of real estate] \$	\$_1,501,867.00
	Purchase, rental or leasing and installation of ma	chinery		
			-	_
	- •	cilities] \$. _\$
	Acquisition of other businesses (including the va offering that may be used in exchange for the ass		7 ¢	П\$
			-	
] \$. 🗆 \$
	Column Totals		\$ 0.00	\$ 2,000,000.00
	Total Payments Listed (column totals added)		∏ \$ ² ,	000,000.00
ico		TO SEED PRATESIONATURES.	HI HUHAP PAR	
	·- ·- ·			高級等等等限。[1] (1] (1] (2世.20]
i he i or	issues has duly caused this notice to be signed by the	e undersigned duly authorized person. If this notice rnish to the U.S. Securities and Exchange Commiss	is filed under Ru	le 505, the following
he	information furnished by the issuer to any non-acc	credited investor pursuant to paragraph (b)(2) of R	ule 502.	n request or its statt,
ssu	er (Print or Type)	Signature	Pate / /	· · · · · · · · · · · · · · · · · · ·
Ore	hard Express, LLC	I fulled the	9/1/0	1
Van	ne of Signer (Print or Type)	Title of Signer (Print or Type)	/ / / / /	
	erick Crase	Manager		

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

企业			sigy/dunyana			1	
1.	Is any party described in 17 CFR 230.262 proprovisions of such rule?					Yes	No ⊠
	See .	Appendix, Colum	nn 5, for state respons	c.			
2.	The undersigned issuer hereby undertakes to fit D (17 CFR 239.500) at such times as required	•	administrator of any s	tatc in w	nich this notice is	filed a no	tice on Form
3.	The undersigned issuer hereby undertakes to issuer to offerees.	furnish to the sta	ite administrators, upo	n writter	request, inform	ation furt	nished by the
4.	The undersigned issuer represents that the iss limited Offering Exemption (ULOE) of the sta of this exemption has the burden of establish	ate in which this	notice is filed and unde	erstands			
	er has read this notification and knows the conte horized person.	nts to be true and	has duly caused this no	tice to be	signed on its beh	alf by the	undersigned
Issuer (I	rint or Type)	Signature			Date	7	
Orchard	Express, LLC	1	Sell Co		9/7/	07	_
Name (I	rint or Type)	Title (Print or	Гуре)				

Manager

Instruction:

Frederick Crase

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

				146 S 17/V					
**	Intend to non-a investors	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		amount pu	4 Finvestor and rchased in State C-Item 2)		under Sta (if yes, explana	ification te ULOE attach ition of granted)
State	Yes	No	·	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL				<u> </u>					
AK									
AZ									
AR									
CA						_			
со									
СТ									
DE									
DC			<u> </u>						
FL									
GA							!		
ні									
ID									
lL									
IN		4 / 1 mg mg ,y = 10 mg mg mg mg mg .							
IA					i i				
KS				-	· · · · · · · · · · · · · · · · · · ·		i		
KY									
LA		<u> </u>							
ME									
MD	7 7 7 7 7								
MA									
MI									
MN									
MS									

1	to non-ac	to sell coredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		amount pu	investor and rchased in State C-Item 2)		5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No	·	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
МО		-							
МТ									
NE									
NV									
NH									
lИ									
NM									
NY				<u></u>					
NC									
ND									
он			; !		<u> </u>				
ок]		-			
OR]				
PA									
RI									
sc									
SD									
TN									
тх									
UT							·		
VT							·		
VA									
WA			LLC Units	5	\$1,500,000.	0	\$0.00		×
wv									
WI									

1	I 2 3 Intend to sell and aggregate offering price offered in state (Part B-Item 1) Type of security and aggregate offering price offered in state (Part C-Item 1)				Type of investor and amount purchased in State (Part C-Item 2)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY									
PR									

FORM U-2 UNIFORM CONSENT TO SERVICE OF PROCESS

KNOW ALL MEN BY THESE PRESENTS: That the undersigned Orchard Express, LLC a corporation. partnership, [7] other limited liability company organized under the laws of Washington Dan individual for purposes of complying with the laws of the States indicated hereunder relating to either the registration or sale of securities, hereby irrevocably appoints the officers of the States so designated hereunder and their successors in such offices, its attorney in those States so designated upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the States so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that State and have been served lawfully with process in that State, It is requested that a copy of any notice, process, or pleading served hereunder by mailed to: Frederick Crase NAME 12413 Meridian Avenue East, Puyallup, WA 98373 ADDRESS Place a "√" before the names of all the States for which the person executing this form is appointing the designated Officer of that State as its attorney in that State for receipt of service of process: ☐ ALABAMA Secretary of State □ DELAWARE Securities Commissioner ☐ ALASKA Administrator of the Division ☐ DISTRICT OF Public Service of Banking and **COLUMBIA** Commissioner Corporations, Department of Commerce and Economic ☐ FLORIDA Department of Banking and Development Finance ARIZONA The Corporation ☐ GEORGIA Commissioner of Securities Commission ☐ GUAM Administrator, Department ☐ ARKANSAS The Securities of Finance Commissioner ☐ HAWAII Commissioner of Securities ☐ CALIFORNIA Commissioner of Corporations Director, Department of Finance ☐ COLORADO Securities Commissioner □ ILLINOIS Secretary of State ☐ CONNECTICUT Banking Commissioner ☐ INDIANA Secretary of State ☐ IOWA Commissioner of Insurance ☐ KANSAS Secretary of State OHO Secretary of State

KENTUCKY	Director, Division of Securities	OREGON	Director, Department of Insurance and Finance
LOUISIANA	Commissioner of Securities	OKLAHOMA	Securities Administrator
MAINE	Administrator, Securities Division	*** PENNSYLVANIA	Pennsylvania does not require filing of a Consent to Service of Process.
MARYLAND	Commissioner of the Division of Securities	PUERTO RICO	Commissioner of Financial Institutions
☐ MASSACHUSETTS	Secretary of State	☐ RHODE ISLAND	Director of Business
☐ MICHIGAN	Administrator, Corporation	☐ KHODE ISLAND	Regulation
•	and Securities Bureau, Department of Commerce	☐ SOUTH CAROLINA	Securities Commissioner
☐ MINNESOTA	Commissioner of Commerce	☐ SOUTH DAKOTA	Secretary of State
MISSISSIPPI	Secretary of State	TENNESSEE	Commissioner of Commerce and Insurance
MISSOURI	Securities Commissioner	□ TEVAC	
MONTANA	State Auditor and Commissioner of Insurance	☐ TEXAS	Securities Commissioner
() NEDBACKA	Director of Banking and	☐ UTAH	Director, Division of Securities
NEBRASKA	Finance	☐ VERMONT	Com. of Banking, Ins., Securities & HC
☐ NEVADA	Secretary of State	☐ VIRGINIA	Clerk, State Corporation
☐ NEW HAMPSHIRE	Secretary of State		Commission
☐ NEW JERSEY	Chief, Securities Bureau	☑ WASHINGTON	Director of the Department of Financial Institutions
☐ NEW MEXICO	Director, Securities Division	☐ WEST VIRGINIA	Commissioner of Securities
☐ NEW YORK	Secretary of State	WISCONSIN	Commissioner of Securities
☐ NORTH CAROLINA	Secretary of State	☐ WYOMING	Secretary of State
☐ NORTH DAKOTA	Securities Commissioner		
Dated this <u>9</u> 76 day	of 4 2007		
		Orchard Express, LLC	2
		Ву	
(SEAL)		Manager	·
		TITLE	

CORPORATE ACKNOWLEDGMENT

State or Province of)	
County of) ss.	
On this day of	,, before me	the
undersigned officer, personally appeared		known
personally to me to be the	of the above named corporation	and acknowledged that he
	executed the foregoing instrument for the purposes	
the name of the corporation by himself as	an officer.	
IN WITNESS WHEREOF I have hereunto	set my hand and official seal.	•
	NOTARY PUBLIC/COMMISSIONER OF DATHS	
	My commission expires:	·
INDIVID	UAL OR PARTNERSHIP ACKNOWLEDGMENT	
State or Province of Washington		
) ss.	
On this $_{-}$ day of $_{-}$ $\lesssim E$	PT , 2007 , before me <u>K 1977-1</u> /	LETRON, the
undersigned officer, personally appeared	Frederick Crase	to me
personally known and known to me to be	the same person(s) whose name(s) is (are) signed	d to the foregoing instrument
and acknowledged the execution thereof	for the uses and purposes therein set forth.	
IN WITNESS WHEREOF I have hereunto	set my hand and official seal.	
PUBLIC OF WASHING	NOTARY PUBLICIC SHIMISSIONE POR CONTRIBUTION OF THE STATE	Ketn 108